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October 1, 2009

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Refer to our File Number

VIA FAX & U.S. MAIL

Mr. Telford A. Lodden
Brooks Lodden P.C.
c/o Louis Hockenberg
6601 Westown Parkway, Suite 200
West Des Moines, Iowa 50266-7733

Re: Iowa Association of School Boards

Dear Lou:

I'm dropping you this line at Mr. Lodden's request. Please be advised I represent the Iowa Association of School Boards. I was on the phone with the Association's executive committee when they called Mr. Lodden regarding his firm's current engagement with them. This letter memorializes the conversation and agreement going forward.

1. Mr. Lodden agreed his firm and his employees and partners would act in the highest professional manner in continuing the audit. He and any employees of his firm would refrain from sending out letters and making stray comments without first consulting with the executive committee. Similarly, auditors and other Brooks Lodden personnel will not discuss the audit with anyone, and in particular no former associates or employees. Likewise, he will cooperate fully with any independent audit that will take place in the future regarding his firm and their activity and relationship with the Association and any past audits.
2. Mr. Lodden agreed his firm will continue to complete the current audit with the personnel that was discussed on the phone. Mr. Lodden is removing Mr. Joe Desmond from any responsibility on any file regarding the Association or any of its affiliates.

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ATTORNEYS AND COUNSELORS AT LAW

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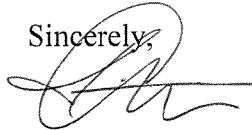
October 1, 2009

3. Mr. Lodden will communicate with the executive committee regarding the audit and meet with them to discuss his findings when the audit is complete. He will also communicate regarding any issues that may arise during the audit directly with members of the executive committee. Mr. Lodden will meet with the entire Board after the audit is complete.
4. Mr. Lodden will communicate to his team that there is a great lack of customer confidence in his firm's past performance and in its presentation to the Local Government Services Board and will work to repair this breach.

As a preliminary matter, prior to any independent audit, he should take the initial step of compiling and presenting any documentation he has regarding any oral communications he had with the past executive committee to the current executive committee.

We look forward to having the current audit completed and in securing future cooperation in other audits. If you have any questions or comments, please do not hesitate to contact me.

Sincerely,



J. Campbell Helton

JCH/jrn



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**Law Offices
Sullivan & Ward, P.C.**

October 9, 2009

J. Campbell Helton
Whitfield & Eddy PLC
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Des Moines, IA 50309-4195

Re: Iowa Association of School Boards - Brooks Lodden, P.C.

Dear Mr. Helton:

I am responding to your letter to me dated October 1, 2009. I will address the issues of your letter in the order in which they appeared, as follows:

1. Brooks Lodden always has and will continue to operate in a totally professional manner with respect to the services it provides to Iowa Association of School Boards. The communication that Ted Lodden sent did not contain stray comments but was merely a reaction to his inability to make contact with Mr. Schick. As we understand it, Mr. Schick was out of the office for a week due to an illness; however, that was never communicated to Ted Lodden. Ted made numerous phone calls, as did some of his staff members, but was unable to make contact. The parties prearranged a meeting with the Board of Directors for September 17, 2009. Ted and Joe Desmond were present at that time and after waiting for 75 minutes they were told that the Board could not meet with them. The reason for cancelling the appointment was not communicated to Ted or to any of his staff members until a recent letter which was sent by you to Ted. I am sure you will agree that through better communication, many of these difficulties could have been avoided. Brooks Lodden and its staff agree that they will not discuss the audit with any former associates or employees, and will fully cooperate with any independent audit that may be prepared in the future.

2. Brooks Lodden will complete the current audit. Mr. Desmond has been removed from the auditing team.

October 9, 2009

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3. Mr. Lodden will communicate directly with the Executive Committee upon completion of the audit and will meet with the Executive Committee to discuss the contents of the audit. Further, Mr. Lodden agrees to meet with the entire Board after the audit is completed.

4. Mr. Lodden is aware of unhappiness on the part of some of the staff members of the Iowa Association of School Boards. Through the professionalism of Brooks Lodden, they are confident that the dissatisfaction can be fully mended.

I am unclear as to what you are requesting with respect to documentation regarding oral communications.

Hopefully, this letter satisfies your request for a response. Should there be any other matters you wish to discuss, feel free to contact me.

Very truly yours,

SULLIVAN & WARD, P.C.

A handwritten signature in black ink, appearing to read "Louis R. Hockenberg", written in a cursive style.

Louis R. Hockenberg

LRH/jak